

PAUL. WEISS. RIFKIND. WHARTON & GARRISON

1015 L STREET, NW
WASHINGTON, DC 20036-5694
TELEPHONE (202) 223-7300
FACSIMILE (202) 223-7420

LLOYD K. GARRISON (1946-1991)
RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1990)
JOHN F. WHARTON (1927-1977)

WRITER'S DIRECT DIAL NUMBER
(202) 223-7340

WRITER'S DIRECT E-MAIL ADDRESS
pspector@paulweiss.com

WRITER'S DIRECT FACSIMILE
(202) 223-7427

1285 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-6064
TELEPHONE (212) 373-3000
FACSIMILE (212) 757-3090

62, RUE DU FAUBOURG SAINT-HONORE
75006 PARIS, FRANCE
TELEPHONE (33 1) 53 43 14 14
FACSIMILE (33 1) 53 43 00 23

FUKOKU SEIMEI BUILDING
2-2 UCHISAIWAICHO 2-CHOME
CHYODA-KU, TOKYO 100-0011, JAPAN
TELEPHONE (81-3) 3597-8101
FACSIMILE (81-3) 3597-8120

2918 CHINA WORLD TOWER II
NO. 1 JIANGUOMENWAI DAJIE
BEIJING, 100004
PEOPLE'S REPUBLIC OF CHINA
TELEPHONE (86-10) 6505-6622
FACSIMILE (86-10) 6505-6630

12TH FLOOR, HONG KONG CLUB BUILDING
3A CHATER ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2536-9933
FACSIMILE (852) 2536-9622

PARTNERS RESIDENT IN WASHINGTON

TERENCE J. FORTUNE
ROBERT E. MONTGOMERY, JR.
ROBERT F. PARKER
WARREN B. RUDMAN
DALE M. SARRO
PHILLIP L. SPECTOR
STUART G. STEINGOLD

PARTNERS NOT RESIDENT IN WASHINGTON

NEALE M. ALBERT*
MARK H. ALCOTT
ALLAN J. ARFFA*
ROBERT A. ATKINS*
JONATHAN R. BELL*
DANIEL J. BELLER
MITCHELL L. BERG*
MARK S. BERGMAN
BRUCE BIRENBOIM*
RICHARD S. BORISOFF*
JOHN F. BREGLO*
RICHARD J. BRONSTEIN*
JEANETTE K. CHAN*
YVONNE Y.F. CHAN*
DOUGLAS A. CIFI*
LEWIS R. CLAYTON
JAY COHEN
JEROME ALAN COHEN*
RUSSELL E. COLWELL*
DOUGLAS R. DAVIS*
ROBERT D. DRAIN*
JAMES M. DUBIN
LESLIE GORDON FAGEN
DOMINIQUE FARGUE**
PETER I. FELCHER*
PETER E. FISCH*
MITCHELL S. FISHMAN*
ROBERT C. FLEDER*
MARTIN FLUMENBAUM
HARRIS B. FREIDUS*
MICHAEL E. GERTZMAN*
PAUL D. GINSBERG*
ERIC S. GOLDBSTEIN*
ERIC GOODISON*
CHARLES H. GOODE, JR.
BRUCE A. GUTENPLAN*
GAINES GWATHMET, III*
CHERRI E. HADER*
CLAUDIA HAMMERMAN*
ALBERT F. HAND*
GERARD E. HARPER
ROBERT M. HIRSH*
STEVEN R. HOWARD*
NICHOLAS C. HOWSON*
ANNALIESE S. KAMBOUR
HEREDITH J. KANE*
ROBERTA A. KAPLAN*
BRAD S. KARP*
JOHN C. KENNEDY*
FRED KINMONTH*
ALAN W. KORNBERG
RUBEN KRAEM*
DAVID K. LAKHDHIR
STEVEN E. LANDERS
JOHN E. LANGE*
DANIEL J. LEFFELL*
MARTIN LONDON
EDWIN S. MAYNARD*
JOHN P. MCENROE*
TOBY S. MYERSON*
KEVIN J. O'BRIEN*
LIONEL H. OLMER
JOHN J. O'NEIL
MARC E. PERLMUTTER
LEONARD V. QUIGLEY*
VALERIE E. RADWANER
CAREY R. RAMOS
CARL L. REISNER*
WALTER RIEMAN*
SIDNEY S. ROSDECHER
RICHARD A. ROSEN*
ANDREW N. ROSENBERG*
STEVEN B. ROSENFELD
PETER J. ROTHENBERG*
JEFFREY D. SAFFERSTEIN*
JEFFREY B. SAMUELS*
TERRY E. SCHIMKE*
KENNETH H. SCHNEIDER*
ROBERT B. SCHUMER*
MICHAEL J. SEGAL*
STEPHEN J. SHIMSHAK*
DAVID R. SICULAR*
MOSES SILVERMAN*
STEVEN SIMKIN*
ROBERT S. SMITH
MARILYN SOBEL*
AIDAN SYNNOTT*
JUDITH R. THOYER*
MARIA T. VULLO*
THEODORE V. WELLS, JR.
STEVEN L. WOLFRAM*
JORDAN E. YARETT*
ALFRED D. YOUNGWOOD

*NOT AN ACTIVE MEMBER OF THE DC BAR.
**ADMITTED IN FRANCE ONLY.

January 27, 2000

VIA FEDERAL EXPRESS

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: PageMart II, Inc. -- Form 602 Ownership Report

Ladies and Gentlemen:

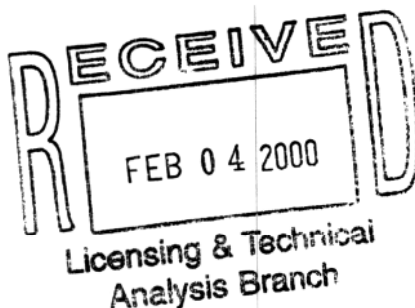
In accordance with Part 1, Subpart F of the Commission's Rules, 47 C.F.R. Part 1, Subpart F, **WebLink Wireless, Inc.** and **PageMart II, Inc.**, by their attorneys, hereby submit the attached Form. 602 ownership report.

We appreciate your attention to this matter. Please return the enclosed "S&R" copy of this letter in the enclosed self-addressed envelope. Questions or concerns should be directed to the undersigned.

Respectfully submitted,

Phillip L. Spector
Patrick S. Campbell
Attorneys for

WebLink Wireless, Inc. and
PageMart II, Inc.



Attachment

CC: Todd A. Bergwall, Esq.

2800

Applicant/Licensee Information

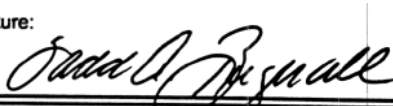
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): PageMart II, Inc.		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature


5) Typed or Printed Name of Party Authorized to Sign

First Name: Todd	MI: A.	Last Name: Bergwall	Suffix:
Title: Secretary, PageMart II, Inc.			
Signature: 			Date: 1-27-00
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			


FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity): WebLink Wireless, Inc.				3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 3333 Lee Parkway, Suite 100, Dallas, TX 75219					
5) Type of Interest in Applicant (<input checked="" type="radio"/> D) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): (<input type="radio"/> O) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holder's Country of Citizenship: U.S.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant) This entity is the sole owner of PageMart II, Inc. (the applicant).					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)


11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
PageMart PCS, Inc. 3333 Lee Parkway, Suite 100 Dallas, TX 75219	Private Carrier Paging		100

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services


Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (ii individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (ii entity): The Morgan Stanley Leveraged Equity Fund II, L.P.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 122 1 Avenue of the Americas, New York, NY 10020			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 25.7	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): This entity holds an ownership interest in WebLink Wireless, Inc. which is the parent of PageMart II, Inc. (the applicant).			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
PageMart PCS, Inc. 3333 Lee Parkway, Suite 100 Dallas, TX 752 19	Private Carrier Paging		25.7

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060-0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's, First Name (ii individual):	MI:	Last Name:	suffi:
2) Disclosable Interest Holder's Name (ii entity): The Morgan Stanley Capital Partners III, L.P.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 122 1 Avenue of the Americas, New York, NY 10020			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 15.4	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): This entity holds an ownership interest in WebLink Wireless, Inc. which is the parent of PageMart II, Inc. (the applicant).			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
PageMart PCS, Inc. 3333 Lee Parkway, Suite 100 Dallas, TX 75219	Private Carrier Paging		15.4
Allegiance Telecom, Inc. 1950 Stemmons Freeway, Suite 3026 Dallas, TX 75207	CLEC and Long Distance		14.0
Choice One Communications, Inc. 100 Chestnut Street Rochester, NY 14604-2417	CLEC		59.4
First Telecom, inc. c/o Corporation Trust Co. 1209 Orange Street Wilmington, DE 19801	International Telecomm.		28.9

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable interest Holder's Name (if entity): The Morgan Stanley Leveraged Equity Fund II, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 122 1 Avenue of the Americas, New York, NY '10020			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (O) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 25.7	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): This entity is the general partner of Morgan Stanley Leveraged Equity Fund II, L.P. ("Fund") which holds an ownership interest in WebLink Wireless, Inc., the parent of PageMart II, Inc. (the applicant). * The "percentage of interest" figures shown in the answers to questions 7 and 11d were calculated by taking into consideration the general partner's actual control over the Fund.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (USE additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
PageMart PCS, Inc. 3333 Lee Parkway, Suite 100 Dallas, TX 75219	Private Carrier Paging		25.7

The Morgan Stanley Leveraged Equity Fund II, Inc. ultimately is controlled by Morgan Stanley Dean Witter & Co. ("MSDW & Co."). MSDW & Co. also controls other entities that in turn control limited partnerships that hold indirect interests in the applicant and other FCC-regulated entities. Information on MSDW & Co. and its holdings in FCC-regulated entities will be provided to the Commission on request.

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:		Suffix:
2) Disclosable Interest Holder's Name (if entity): The Morgan Stanley Capital Partners III, L.L.C.			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 1221 Avenue of the Americas, New York, NY 10020				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions, for list of codes):		7) percent of Interest Held in Applicant: 16.2	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: U.S.		
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): This entity is the general partner of Morgan Stanley Capital Partners III, L.P. ("Fund") which holds an ownership interest in WebLink Wireless, Inc., the parent of PageMart II, Inc. (the applicant). • The "percentage of interest" figures shown in the answers to questions 7 and 11d were calculated by taking into consideration the general partner's actual control over the Fund.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
PageMart PCS, Inc. 3333 Lee Parkway, Suite 100 Dallas, TX 75219	Private Carrier Paging	[REDACTED]	16.2
Allegiance Telecom, Inc. 1950 Stemmons Freeway, Suite 3026 Dallas, TX 75207	CLEC and Long Distance	[REDACTED]	15.9
Choice One Communications, Inc. 100 Chestnut Street Rochester, NY 14604-2417	CLEC	[REDACTED]	67.2
First Telecom, Inc. c/o Corporation Trust Co. 1209 Orange Street Wilmington, DE 19801	International Telecomm.	Not Applicable	32.7

The Morgan Stanley Capital Partners III, L.L.C. ultimately is controlled by Morgan Stanley Dean Witter & Co. ("MSDW & Co."). MSDW & Co. also controls other entities that in turn control limited partnerships that hold indirect interests in the applicant and other FCC-regulated entities. Information on MSDW & Co. and its holdings in FCC-regulated entities will be provided to the Commission on request.